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September 19, 2002

Ex Parte Notice

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

**Re: Applications for Consent to the Transfer of Control of Licenses from
Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast
Corporation, Transferee, MB Docket No. 02-70**

Dear Ms. Dortch:

On September 18, 2002, representatives of AT&T Corp. ("AT&T") and Comcast Corporation ("Comcast") met first with Stacy Robinson, Legal Advisor to Commissioner Abernathy, and then with Alexis Johns, Legal Advisor to Commissioner Copps. AT&T was represented by Betsy Brady and Mike Hammer. Comcast was represented by James Coltharp, the undersigned, and, for the meeting with Ms. Johns, David Rudd.

The AT&T and Comcast representatives briefed Ms. Robinson on developments in the merger proceeding over the period since May 30, when she and other legal advisors were briefed on the merger application, comments, and reply comments. In particular, we reported on the Applicants' submission of detailed responses to information and document requests issued by the Media Bureau, the Applicants' responses to ex parte presentations, proposals, and motions by various interested parties, and Applicants' proposal to place AT&T's minority interest in Time Warner Entertainment, L.P. into a disposition trust.

The meeting with Ms. Johns entailed less review of developments occurring over the course of June, July, and August and more emphasis on the affirmative public interest case that the Applicants have made, from the outset, in support of the merger. In that regard, we discussed how the merger will accelerate facilities upgrades, expand the availability of new broadband services, bring facilities-based telephone competition to an additional one million homes (and speed the launch of commercial IP phone service), and increase the supply of quality local and regional programming. We also summarized the Applicants' recently filed opposition to motions to "stop the clock" and delay completion of the merger review. On all of these subjects, in both of the meetings, the presentations were drawn directly from materials already filed on the public record and did not include any new facts, analysis, or argumentation.

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Pursuant to section 1.1206(b)(2) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. Copies of this letter are also being sent to Ms. Robinson, Ms. Johns, and the merger review team. Please let me know if you have any questions.

Sincerely,

James L. Casserly

cc:	Stacy Robinson	Alexis Johns	Royce D. Sherlock
	Roger D. Holberg	Erin Dozier	Simon Wilkie
	James R. Bird	William Dever	Cynthia Bryant
	Jeff Tobias	Patrick Webre	Lauren Kravetz Patrich
	Qualex International		

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